

Written Resolutions of The Outdoor Advertising Directory Limited

**Company Number 10321529
(the "Company")
A private company limited by shares**

20 March 2019

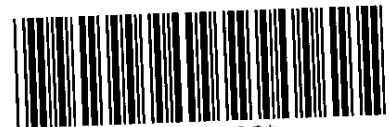
Pursuant to Part 13, Section 2 of the Companies Act 2006, the undersigned being the eligible members (as such term is defined in Section 289 of the Companies Act) hereby approve the following written resolution as an Ordinary Resolution of the Company and agree that the said resolution shall for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

ORDINARY RESOLUTION(S)

1 SUB-DIVISION OF ENTIRE ISSUED SHARE CAPITAL

The 100 existing issued shares of £1 each in the capital of the Company be sub-divided into 100,000 shares of £0.001 each in the capital of the Company, such shares to have the rights and be subject to the restrictions set out in the Articles of Association of the Company.

FRIDAY

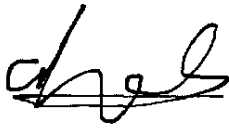


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COMPANIES HOUSE

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, a person entitled to vote on the above resolution on 20 March 2019, hereby irrevocably agrees to the above resolution.

A handwritten signature in black ink, appearing to read 'G. Hintzen', is written over a horizontal line.

George Hintzen

NOTES

- 1 Please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following delivery methods:
 - **Electronically:** by logging into your SeedLegals portal and electronically signing and dating this document.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to george@toad.ai. Please type "Written resolutions dated 20 March 2019" in the email subject box.
 - **By hand:** returning the signed copy to the CEO, The Outdoor Advertising Directory, Techhub London 4-5, Bonhill Street, London, EC2A 4BX, United Kingdom.
- 2 If you do not agree to the resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement.
- 4 Unless within 28 days of the above date, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.